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The following constitutes
the order of the court. Signed February 23, 2011


Roger L. Efremsky
U.S. Bankruptcy Judge

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Proposed Attorneys for Debtor

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

In re
Round Table Pizza, Inc.,
Debtor.

Case No. 11-41431 RLE

(Jointly Administered with Case Nos.
11-41432 RLE, 11-41433 RLE, and
11-41434 RLE)

Chapter 11

**SECOND ORDER AUTHORIZING
INTERIM USE OF CASH COLLATERAL**

Judge: Hon. Roger Efremsky

1 The MOTION FOR ORDER AUTHORIZING USE OF CASH COLLATERAL (the "Cash Collateral
2 Motion") of Round Table Pizza, Inc., The Round Table Franchise Corporation, Round Table
3 Development Company, and Round Table Pizza Nevada LLC, the joint debtors and debtors-in-
4 possession in the above captioned Chapter 11 reorganization cases (collectively "Round Table" or
5 the "Debtor") came before this Court on February 11, 2011. This Court entered the ORDER
6 AUTHORIZING USE OF CASH COLLATERAL (the "Initial Order") on February 14, 2011, pursuant to
7 which the Court granted the Cash Collateral Motion on the terms set forth in such order and
8 authorized Round Table to use cash collateral in accordance with, and subject to the terms of, such
9 order through February 24, 2011. General Electric Credit Corporation (the "Agent"), for and on
10 behalf of itself and the Prudential Insurance Company of America (together with Agent, the
11 "Lenders"), has consented to an extension of Round Table's authorization to use cash collateral on
12 the terms, and subject to the conditions, of the Initial Order through March 11, 2011. The Court
13 finding good cause appearing therefor,

14 IT IS HEREBY ORDERED that

15 1. A final hearing on the Cash Collateral Motion is set for March 11, 2011 at 10:30
16 a.m. before the Honorable Roger Efremsky, United States Bankruptcy Judge;

17 2. Pending the conclusion of the final hearing, Round Table may use cash collateral in
18 the ordinary course of its business, in accordance with the Budget attached as an exhibit to the
19 Motion. On each Wednesday during the term of this Order, Round Table shall deliver to the Agent,
20 through counsel, a reconciliation showing actual disbursements as well as actual cash receipts
21 during the previous week compared with the amounts for such week set forth on the Budget.
22 Round Table shall obtain the prior written consent of the Lenders or a further order of this Court
23 prior to spending more than the aggregate amount for any week as set forth in the Budget.

24 3. Round Table shall permit representatives, agents, employees, counsel and other
25 advisors of the Lenders to have reasonable access to Round Table's premises, records, personnel
26 and advisors during normal business hours (without unreasonable interference with the proper
27 operation of Round Table's businesses and upon reasonable prior notice) and shall cooperate with,
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1 and provide to such representatives, agents, employees, counsel and other advisors all such
2 information as they may reasonably request.

3 4. The Agent, for and on behalf of itself, the Lenders and all other parties entitled to
4 the benefit of liens or security interests under the pre-petition documentation between Round
5 Table and the Lenders, is hereby granted replacement liens against Round Table's post-petition
6 assets (other than rights and causes of action arising under Chapter 5 of the Bankruptcy Code)
7 with the same nature, extent, validity and enforceability as their pre-petition liens, but solely to
8 secure any diminution in the value of its collateral, with all interested parties reserving all rights
9 with respect to the scope of the pre-petition collateral. Notwithstanding the foregoing, any such
10 replacement liens shall be subordinated to the compensation and expense reimbursement
11 (excluding professional fees) allowed to any trustee thereafter appointed in the case.

12 5. Oppositions, if any, to the Cash Collateral Motion must be filed by Wednesday,
13 March 2, 2011. Any reply by Round Table must be filed by Monday, March 7, 2011.

14 6. Round Table is hereby authorized and empowered to take all actions necessary to
15 implement the relief granted in this Order; and

16 7. This Court shall retain jurisdiction with respect to all matters arising from or related
17 to the implementation of this Order.

18 **APPROVED AS TO FORM AND CONTENT:**

19 Dated: February 22, 2011

LATHAM & WATKINS LLP

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21 By: /s/ Gregory O. Lunt

Gregory O. Lunt

22 Attorneys for General Electric Credit Corporation, as
23 Agent for the Lenders
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1 **APPROVED AS TO FORM AND CONTENT:**

2 Dated: February 22, 2011

ALLEN MATKINS LLP

3

By: /s/ Ivan M. Gold

4

Ivan M. Gold

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Attorneys for Debtors' Landlords

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7 **APPROVED AS TO FORM AND CONTENT:**

8 Dated: February 22, 2011

OFFICE OF THE UNITED STATES TRUSTEE

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By: /s/ Lynette C. Kelly

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Lynette C. Kelly

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* * * END OF ORDER * * *

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